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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 19, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. **22686-H** FILED  
SEP 21 '00 2:21 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of Supplement No. 6 to the Security Agreement, dated ~~26~~ September 14, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Security Agreement which was previously filed with the Board under Recordation Number 22686.

The names and addresses of the parties to the enclosed document are:

Debtor: Joseph Leasing, Ltd. (f/k/a DJJ Leasing Ltd.)  
300 Pike Street  
Cincinnati, Ohio 45202

Secured Party: Firststar Bank, N.A.  
425 Walnut  
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

The railcars bearing JTLX, TNMR and DJJX reporting marks and road numbers that are being ADDED to the Security Agreement are identified on Exhibit A attached hereto.

Mr. Vernon A. Williams  
September 19, 2000  
Page Two

The railcars bearing CHTT, FGLK and DJJX reporting marks and road numbers that are being DELETED from the Security Agreement are identified on Exhibit B attached hereto.

A short summary of the document to appear in the index follows:

Lease Supplement No. 6 to Security Agreement and Restated Assignment of Leases between DJJ Leasing, Ltd., Debtor, and Firstar Bank, N.A., Secured Party.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/cc  
Enclosures

LEASE SUPPLEMENT NO. 6

RECORDATION NO. 22686-H FILED

SEP 21 '00

2-21 PM

Dated September 14, 2000.

SURFACE TRANSPORTATION BOARD

Between

Firststar Bank, National Association, as Lender

and

Joseph Leasing, Ltd., f/k/a DJJ Leasing, Ltd. (as Debtor)

with respect to

RAILCARS

FILED WITH THE SURFACE TRANSPORTATION BOARD

PURSUANT TO 49 U.S.C. § 11303

ON , \_\_\_\_\_, 2000

AT \_\_\_\_\_ A.M./P.M. (circle one)

RECORDATION NUMBER 22686G

FORM OF SECURITY DOCUMENTS SUPPLEMENT

SUPPLEMENT NO. 6  
TO THE  
SECURITY AGREEMENT  
DATED AS OF DECEMBER 29, 1999  
BETWEEN  
DJJ LEASING LTD. n/k/a  
JOSEPH LEASING, LTD.  
(the "BORROWER")

RECORDATION NO. \_\_\_\_\_ FILED  
SEP 21 '00 2-21 PM  
SURFACE TRANSPORTATION BOARD

AND  
FIRSTSTAR BANK, N.A.,  
(the "BANK")  
AND  
TO THE AMENDED AND RESTATED  
ASSIGNMENT OF LEASES  
BETWEEN  
THE BORROWER  
AND  
THE BANK

WHEREAS:

A. The Borrower and the Bank entered into a certain Revolving Credit and Term Loan Agreement dated as of December 29, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") pursuant to which the Bank agreed to lend to the Borrower funds in an aggregate principal amount not in excess of the amount provided therein;

B. Pursuant to the Credit Agreement, the Borrower and the Bank entered into a certain Security Agreement dated as of December 29, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

C. Pursuant to the Credit Agreement, the Borrower and the Bank entered into a certain Assignment of Leases dated as of December 29, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Assignment of Leases");

D. Pursuant to the Credit Agreement, the Borrower is obligated in order to add Collateral to the Lien created under the Security Documents, to deliver to the Bank supplements to its Security Agreement and Assignment of Leases (each, a "Security Documents Supplement") describing the properties and assets which shall constitute the Collateral for the Obligations, and it is therefore a condition precedent to the obligation of the Bank to make or maintain Loans that the Borrower shall execute and deliver to the Bank this Security Documents Supplement;

NOW, THEREFORE, the parties hereto hereby agree as follows (capitalized terms which are not defined herein shall have the meanings given to them in the Credit Agreement):

1. Each of the Security Agreement and the Assignment of Leases are hereby amended and supplemented by the addition thereto or subtraction therefrom (in addition to any other Collateral as modified by previous Security Documents Supplements) of the following Collateral: the Eligible Equipment, the Eligible Leases or other Collateral listed or identified on Exhibit A (additions) and/or Exhibit B (subtractions) thereto. For a list of current railcars and Assignment of Leases subject to the Security Agreement after the effect of the change contemplated by this Form of Security Documents Supplement No. 6, see Exhibit C.

2. The Borrower represents and warrants as follows:

(i) The Borrower has complied, and as of the date hereof is in compliance with all the terms, covenants and conditions of the Loan Documents; (ii) the representations and warranties contained in the Loan Documents (except for representations and warranties made as of a specific date) are true and correct in all material respects as of the date hereof with the same effect as if such representations and warranties had been made on the date hereof (including, without limitation, that the Collateral listed or identified on Exhibit 1 thereto and all Exhibits hereto is free and clear of any and all security interests, liens, assignments or other title encumbrances); and (iii) no Default or Event of Default exists, or would arise as a result of and after giving effect to, the addition of Collateral pursuant to this Security Documents Supplement.

IN WITNESS WHEREOF, the parties hereto have caused this 4th day of September, 2000.

**JOSEPH LEASING, LTD.**

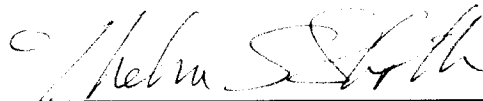
By: Paul Loebig  
Paul Loebig  
Vice President

**FIRSTAR BANK, N.A.**

By: John R. Maurer  
John R. Maurer  
Vice President

STATE OF OHIO                    )  
                                          ) ss:  
COUNTY OF HAMILTON )

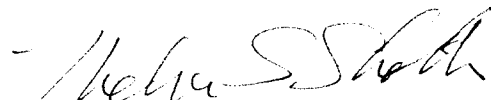
On this 4<sup>th</sup> day of September, 2000, before me, personally appeared Paul Loebig to me personally known, who being by me duly sworn, says that he resides at Cincinnati, Ohio and is Vice President of Joseph Leasing, Ltd., that said instrument was signed on the date hereof on behalf of said limited liability company by authority of its Committee; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

  
\_\_\_\_\_  
Notary Public

STATE OF OHIO                    )  
                                          ) ss:  
COUNTY OF HAMILTON )

MELVIN S. SHOTTEN, Attorney at Law  
NOTARY PUBLIC, STATE OF OHIO  
My commission has no expiration  
date. Section 147.03 O.R.C.

On this 4<sup>th</sup> day of September, 2000, before me, personally appeared John R. Maurer to me personally known, who being by me duly sworn, says that he resides at Cincinnati, Ohio and is Vice President of Firststar Bank, N.A., that said instrument was signed on the date hereof on behalf of said national banking association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
\_\_\_\_\_  
Notary Public

MELVIN S. SHOTTEN, Attorney at Law  
NOTARY PUBLIC, STATE OF OHIO  
My commission has no expiration  
date. Section 147.03 O.R.C.

EXHIBIT A

TO THE SECURITY DOCUMENTS SUPPLEMENT, DATED AS OF THE \_\_\_\_ DAY OF \_\_\_\_\_, 2000, BETWEEN JOSEPH LEASING, LTD., f/k/a DJJ LEASING, LTD. AND FIRSTAR BANK, N.A.

LISTING ADDITIONS TO  
ELIGIBLE EQUIPMENT/ELIGIBLE LEASES

<u>Rptg Mark</u>	<u>Car Numbers</u>	<u>Lessee</u>	<u>Effective Date of Lease</u>
<hr/> Trans. #1			
JTLX	38, 40, 44-45, 53 60, 84, 88, 89 & 91	Birmingham Southeast, LLC	June 6, 2000 Affected by this Supp # 6
<hr/> Trans. #2			
JTLX	1-35, 42, 49, 58, 63  96061, 96104 & 97000-97089	Royal Green Corp.	June 6, 2000  Affected by this Supp#6
<hr/> Trans. #3			
TNMR	9965, 9974-76, 9979-9994	Joseph Transportation Services, Inc.	May 16, 2000 Affected by this Supp.#6
<hr/> Trans. #4			
DJJX	19000, 19002-20, 19022-31, 19033-40, 19042, 19044, 19047-48 19050-52, 19054-57 19060-64, 19067, 19070 19072-73, 19075-78, 19080-83, 19085-89, 19092-98, 19100-01, 19103, 19106, 19108,	Joseph Transportation, Inc. (Check name)	June 7, 2000

Mark	Numbers	Lessee	Date of Lease
Trans. #4 continued			
	19110, 19113, 19114-15 19117-25, 19127-29, 19171, 19178-192		

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Trans. #5			
DJX	9701-04, 9707-15, 9718-46, 9748-74, 9776-82, 9784-88 9790-96, 9799-804, 9050	Joseph Leasing, Ltd	June 7, 2000

OTHER COLLATERAL

NONE.



EXHIBIT B

TO THE SECURITY DOCUMENTS SUPPLEMENT, DATED AS OF THE \_\_\_\_ DAY  
OF \_\_\_\_\_, 2000, BETWEEN JOSEPH LEASING, LTD., f/k/a DJJ  
LEASING, LTD. AND FIRSTAR BANK, N.A.

LISTING DELETIONS FROM

ELIGIBLE EQUIPMENT/ELIGIBLE LEASES

<u>Rptg Mark</u>	<u>Car Numbers</u>	<u>Lessee</u>	<u>Effective Date</u>
<hr/> Trans. #1			
CHTT	286004, 286006, 286014 286015, 286027, 286035 286076, 286080, 286082 286089	Union Pacific Railroad Company	June 6, 2000
<hr/>			
Trans. #2			
CHTT	286002-03, 286007-08, 28610-12, 286017, 286020, 286023-24, 286026, 286032-33, 286037-38, 286040-44, 286046-47, 286050-51, 286053, 286056, 286059, 286064, 286067, 286069, 286070-74, 286079, 286081, 286083-84, 286086-88 286090 & 286094	Union Pacific Railroad Company	June 6, 2000
<hr/>			
Trans. #3			
FGLK	9965, 9974-76, 9979-9994	DJJ Leasing, Ltd.	May 16, 2000 Affected by this Supp.#6
<hr/>			
Trans. #4			
DJJX	19000, 19002-20, 19022-31, 19033-40, 19042, 19044, 19047-48	DJJ Leasing, Ltd	June 7, 2000

Mark	Numbers	Lessee	Date of Lease
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Trans. #4 continued

19050-52, 19054-57  
 19060-64, 19067, 19070  
 19072-73, 19075-78,  
 19080-83, 19085-89,  
 19092-98, 19100-01,  
 19103, 19106, 19108,  
 19110, 19113, 19114-15  
 19117-25, 19127-29,  
 19171, 19178-192

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Trans. #5

DJJX	9701-04, 9707-15, 9718-46, 9748-74, 9776-82, 9784-88 9790-96, 9799-804, 9050	David J. Joseph Company	June 7, 2000
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EXHIBIT C

**INVENTORY OF CARS & LEASES SUBJECT TO**

**The Security Agreement Recordation No. 22686**

**Filed on December 29, 1999**

**&**

**The Assignment of Leases Recordation No. 22686-A**

**Filed on December 29, 1999 in Conjunction with**

**The Aforementioned Security Agreement**

**&**

**All Supplements Thereto**

August \_\_, 2000

Leases	No. of Cars	Equipment Description	Car Rpt. Mark & Numbers	NOTES
Consolidated Rail Corp.	300	52'6" Steel Mill Gondola Car Type - G519	FCEN 96200 - 96499	
Union Pacific RR Company	100	52'6" Steel Mill Gondola Car Type - G519	CHTT 286000-01, 286005, 286009, 286013, 286016, 286016, 286018-19, 286021-22, 286025, 286028-31, 286034, 286036, 286039, 286045, 286048-49, 286052, 286054-55, 286057-58, 286060-63, 286065-66, 286068, 286075, 286077-78, 286085, 286091-93 & 286095-99	Affected by this Supp.#6
Peoria & Pekin Union	100	52'6" Steel Mill Gondola Car Type - G519	PPU 9100 - 9199	

Union Pacific RR Co.	100	52'6" Steel Mill Gondola Car Type - G519	CHTT 286100 - 286199	
South Carolina Public Service Authority	95	Maxgon Aluminum Coal Gondola Car Type - J311	DJLX 96006, 96021, 96055, 96061, 96104 & 97000-97089	Affected by Supp.# 5
Harvest States Cooperatives	20	5125 cu. ft. Pressure Discharge Covered Hoppers Car Type - C614	DJLX 97200-97219	
Carolinas Cement Company	20	3230 cu. ft. Differential Covered Hoppers Car Type - C614	DJLX 97300-97319	
Wheeling & Lake Erie	50	52'6" Steel Mill Gondola Car Type - E534	WE 2600 - 2649	Affected by Supp. #5
Chicago S. Shore & S. Bend RR	75	52'6" Steel Mill Gondola Car Type - G519	CSS 30100 - 30174	
California Northern RR Co.	1	52'6" Steel Mill Gondola Car Type - G519	CNFR 52034	Affected by Supp. # 4 Rec# Pending
Arkansas Midland RR Co.	60	73' center partition Flatcars Car Type - F483	AKMD 2000, 2001, 2003- 2028, 2030-2061	Affected by Supp. # 4 Rec# pending
Potlatch Corp.	50	73' center partition Flatcars Car Type - F483	CRLE 20815 - 20839 & CRLE 20715 - 20739	
U.S. Silica	60	3200 cu. ft., 100 ton Cement Cars Car Type - C112	DJLX 98100 - 98159	Affected by Supp. #5 Rec# pending
Railtex, Inc.	30	100 Ton, Bulkhead Flatcars Car Type - F443	GSWR 501 - 530	

Indiana Harbor Belt RR Company	20	100 Ton, Bulkhead Flatcars Car Type - F443	IHB 98200 - 98219	
Willamette & Pacific RR, Inc.	50	73' center partition Flat Cars Type - F483	WPRR 75000 - 75049	

Leases	No. of Cars	Equipment Description	Car Rpt. Mark & Numbers	Notes
Arkansas Shortline RR, Inc.	50	73' center partition Flatcars Car Type - F483	DR7100- 7149	
The David J. Joseph Co.	0	52'6" Steel Mill Gondola Car Type - G519		Affected by Supp. # 4 Rec# pending & Supp. #6 Rec# pending
Union Pacific	105	100-ton 66 ft. Mill Gondola Car Type - G619	CHTT 286875 - 286979	
Canadian National	70	Centerbeam Flatcars Car Type - F483	TNMR 2731 - 2800	
Allied Enterprises	30	Centerbeam Flatcars Car Type - F483	AM 1310 - 1339	
West Tenn.	25	100 Ton 66 FT. Mill Gondolas Car Type - G619	TKEN 9928-29 9933-34, 36,40- 41, 45, 49,52-54, 59, 63-64,66- 73,77-78	
Finger Lakes	20	100-Ton 66 FT. Mill Gondolas Car Type G619	TNMR 9965,74- 76, 79-94	Affected by this Supp.#6

Longo Epic	50	100-Ton 66 FT. Mill Gondolas Car Type G619	DJJX 9900-27, 30-32, 35,37-39, 42-44, 46-48, 50-51 55-58,60 -62	
Wisconsin Central	60	Centerbeam Flatcars Car Type - F483	SSAM 38750 - 38809	
Ashland Railway	20	52' Mill Gondolas Car Type - G519	TNMR 4050 - 4069	
Kerr McGee	7	73' Centerbeam Flatcars Car Type - F483	DJLX 99000 - 99006	
Joseph Transportation Services, Inc.	115	100-Ton 66 FT. Mill Gondolas Car Type G619	DJJX 19000, 19002-20, 19022-31, 19033-40, 19042, 19044, 19047-48, 19050-52, 19054-57, 19060-64, 19067, 19070, 19072-73, 19075-78, 19080-83, 19085-89, 19092-98, 19100-101, 19103, 19106, 19108, 19110, 19113-115, 19117-125, 19127-29, 19171, 19178-192	Affected by Supp. # 4 Rec# pending and this Supp#6
MHF Logistics	70	52' Mill Gondolas Car Type - G519	MHFX 5800 - 5869	
Temple Inland	0	73' Centerbeam Flatcars Car Type - F483		Affected by Supp. # 4 Rec# pending
Providence & Wooster	50	52' Mill Gondolas Car Type - G519	TKEN 9500 - 9549	
Union Pacific	120	Maxgon Aluminum Coal Gondola Car Type - J311	DJLX 96000 - DJLX 93124	

The I&M Rail Link, LLC	99	Canadian Pacific Railway 2000 42 Foot Coil Cars	IMRL70000- IMRL70049 IMRL 70050-70068 IMRL 70070-70099 IMRL 70069 IMRL 70100-70149	Affected by Supplement #1, Rec.# 22686B & Supplement #2, Rec.# 22686C Lease recorded at Rec.# 22873
ECDC Environmental, L.C.	30	Trinity Industries Inc 100 Ton Flush Deck Flat Cars	ECXX20001- ECXX20050	Affected by Supplement #2, Rec. # 22686C & Supplement #3, Rec.# 22686D Lease Recorded as Rec.#22874
Zhargrus Environmental	120	60 - 52'6" Steel Mill Gondola Car Type G519  60 - 100 Ton 66 FT Mill Gondolas Car Type G619	DJLX 98500-548  DJJX 9700, 9705-06, 9716-17, 9747, 9775, 9783, 9789, 9797-98  DJJX 19001, 19021, 19032, 19041, 19043, 19045-46, 19049, 19053, 19058-59, 19065-66, 19068-69, 19071, 19074, 19079, 19084, 19090-91, 19099, 19102, 19104-05, 19107, 19109, 19111-12, 19116, 19126, 19130-31, 19150-70, 19172-77	Affected by Supp. # 4 Rec# pending

Birmingham Southeast, LLC	10	52'6" Steel Mill Gondola Car Type - G519	JTLX 38, 40, 44, 45, 53, 60, 84, 88, 89 & 91	Affected by this Supp.#6
Royal Green Corporation	45	52'6" Steel Mill Gondola Car Type - G519	JTLX 1-35, 42, 49, 58, 63, 67-68, 81-82, 87 & 89	Affected by this Supp.#6
Joseph Transportation Services, Inc.	95	52'6" Steel Mill Gondola Car Type - G519	DJJX 9050, 9701-04, 9707-15, 9718-46, 9748-74, 9776-82, 9784-88, 9790-96, 9799-9804	Affected by this Supp. #6

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